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Attorneys for Defendants NEOCELL CORPORATION,
 FATMA BOUKHARI, AKRAM QUADRI, SARAH QUADRI,
 DARREN RUDE, MICHAEL NASSAR

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT, SAN DIEGO DIVISION

COLLAGEN NUTRACEUTICALS,)
 INC. A California Corporation,)
 Plaintiffs,)
 vs.)
 NEOCELL CORPORATION, a)
 California Corporation; FATMA)
 BOUKHARI, an individual; AKRAM)
 QUADRI, an individual; SARAH)
 QUADRI, an individual; DARREN)
 RUDE, an individual; MICHAEL)
 NASSAR, an individual dba MFN)
 PHARMACEUTICAL)
 CONSULTING SERVICES, and)
 DOES 1-20,)
 Defendants.)

NEOCELL CORPORATION, a)
 California Corporation)
 Counterclaimant,)
 vs.)

COLLAGEN NUTRACEUTICALS,)
 INC. A California Corporation;)
 AHMAD ALKAYALI, an individual,)
 and ROES 1-10, inclusive)
 Counterclaim Defendants.)

CASE NO: 3:09-CV-02188-DMS-WVG

Complaint Filed: October 5, 2009

Assigned to Hon. William Gallo
 Ctrm F

**DECLARATION OF MARK T.
 KEARNEY IN SUPPORT OF
 MOTION FOR (1) AN ORDER
 COMPELLING TERRI
 ALKAYALI'S COMPLIANCE WITH
 SUBPOENA, AND (2) THE
 IMPOSITION OF CONTEMPT
 SANCTIONS ON TERRI ALKAYALI**

Date: Friday, September 17, 2010
 Time: 2:00 p.m.
 Place: Ctrm F, 1st Floor

DECLARATION OF MARK KEARNEY

I, MARK KEARNEY, declare as follows:

1. I am a partner in the law firm of Smith, Chapman & Campbell, attorneys of record for Defendants and Counterclaimant. I submit this declaration in support of Defendants/Counterclaimant's Motion for (1) An Order Compelling Terri Alkayali's Compliance With Subpoena, and (2) The Imposition of Contempt Sanctions on Terri Alkayali. I have personal firsthand knowledge of the facts stated herein, and could competently testify thereto if called upon to do so.
2. Attached hereto as **Exhibit A** is a true and accurate copy of portions of Ahmad Alkayali's deposition transcript in which he discusses his role and the role of his wife, Terri Alkayali, at Collagen Nutraceuticals, Inc.
3. Following the deposition of Ahmad Alkayali, I contacted Alkayali's attorney to attempt to arrange for the deposition of Terri Alkayali. The first contact to arrange for the deposition was made in or about the beginning of May 2010, over two months ago. We provided various available dates for the deposition. Alkayali's attorney did not get back to us with available dates despite his promises. Attached hereto as **Exhibit B** is true and accurate correspondence that was sent by my paralegal to Alkayali's attorney to try to arrange for the deposition.
4. I sent an e-mail to Alkayali's attorney on May 25, 2010 again asking for availability and whether he was authorized to accept service of a subpoena to Terri Alkayali, a true and accurate copy of which is attached hereto as **Exhibit C**. Despite having had weeks to provide the information, Alkayali's attorney claimed that he was still "working on getting dates." Attached hereto as **Exhibit D** is Alkayali's attorney's response to my May 25, 2010 email. The response lead me to believe that Alkayali's attorney would be accepting service of the subpoena and that all that needed to happen was to figure out available dates.
5. A month later, Alkayali's attorney still had not gotten back to me with available

1 dates. I sent another e-mail on June 25, 2010 regarding the deposition, a true
2 and accurate copy of which is attached hereto as **Exhibit E**. Three days later,
3 Alkayali's attorney responded to the email, stating, "I am not authorized to
4 accept service." A true and accurate copy of that response email is attached
5 hereto as **Exhibit F**. It took almost two months for Alkayali's attorney to inform
6 us as to whether he was authorized to accept service for the subpoena to his
7 client's wife.

8 6. As Alkayali's attorney was now unwilling to accept service of the subpoena, we
9 were forced to move forward with serving Terri Alkayali with a subpoena for
10 deposition. Attached hereto as **Exhibit G** are true and accurate copies of the
11 status updates on service of the subpoena to Terri Alkayali provided by our
12 process server.

13 7. Numerous attempts were made to serve Terri Alkayali with a subpoena. Finally,
14 we had to order a "stake out" to try to serve Terri Alkayali. Eventually, Terri
15 Alkayali was served with the subpoena. The deposition was set for July 29,
16 2010. A true and accurate copy of the subpoena with the proof of service is
17 attached hereto as **Exhibit H**.

18 8. On July 27, 2010, just two days before the scheduled deposition, Alkayali's
19 attorney sent me an email indicating that Terri Alkayali would "not be appearing
20 on the date in your notices." A true and accurate copy of that email with my
21 response to the email is attached hereto as **Exhibit I**.

22 9. In my response to the email I indicated that Terri Alkayali had been served and
23 that the deposition was going to go forward on the date set forth in the subpoena.
24 I also highlighted the delay and difficulties encountered in setting up the
25 deposition. Alkayali's attorney responded by again stating that Terri Alkayali
26 would not appear for deposition. A true and accurate copy of the response to my
27 email is attached hereto as **Exhibit J**. In the email Mr. Becker states that he did
28 not know of the attempts to serve Ms. Alkayali. I recall telling Mr. Becker

1 during at least one of our phone conversations that our process server was
2 having trouble serving Terri Alkayali because it appeared that she was evading
3 service. I would anticipate that Mr. Becker simply forgot that I had told him
4 this.

5 10. I have spent no less than eight hours on dealing with the above referenced issues
6 and drafting this Motion. I anticipate spending at least another four hours on
7 drafting a reply to any opposition filed and attending a hearing. My hourly rate
8 on this file is \$300.00 per hour. As such, my client will incur no less than
9 \$3,600.00 in attorneys' fees in connection with this Motion.

10
11 I declare under penalty of perjury that the foregoing is true and correct.
12 Executed this 5th day of August 2010, at Santa Ana, California.

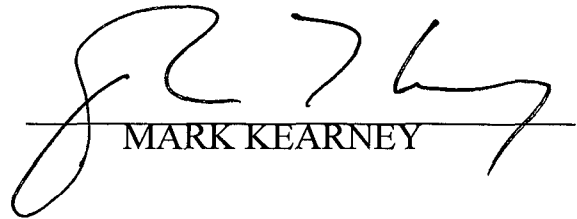
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15 MARK KEARNEY
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EXHIBIT A

UNITED STATE DISTRICT COURT

SOUTHERN DISTRICT, SAN DIEGO

COLLAGEN NUTRACEUTICALS, INC.,) CASE NO: 3:09-CV-
A California Corporation,) 02188-DMS-WVG
Plaintiff,)

Vs.)

NEOCELL CORPORATION, a California)
Corporation; FATMA BOUKHARI, an)
Individual; AKRAM QUADRI, an)
Individual; SARAH QUADRI, an)
Individual; DARREN RUDE, an)
Individual; MICHAEL NASSAR, an)
Individual dba MFN PHARMACEUTICAL)
CONSULTING SERVICES, and DOES)
1-20,)

Defendants.)

NEOCELL CORPORATION, a California)
Corporation)

Counterclaimant,)

Vs.)

COLLAGEN NUTRACEUTICALS, INC., a)
California Corporation; AHMAD)
ALKAYALI, an individual, and DOES)
1-10, inclusive)

Counterclaim Defendants.)

DEPOSITION OF AHMAD AKLAYALI

On Wednesday, April 21, 2010, commencing at the hour of
10:08 a.m., at 525 B Street, City of San Diego, County
of San Diego, State of California, before me, Rhannon
Smith, Certified Shorthand Reporter, No. 13265, in and
for the State of California.

A P P E A R A N C E S

FOR PLAINTIFF:

MATTHEW A. BECKER
THE LAW OFFICE OF MATTHEW A. BECKER
1003 ISABELLA AVENUE
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PHONE: 619-522-6760 FAX: 619-522-6763
Matt@beckerlawfirm.com

FOR DEFENDANTS:

MARK T. KEARNEY
JOHN S. CLIFFORD
SMITH, CHAPMAN & CAMPBELL
1800 NORTH BROADWAY, SUITE 200
SANTA ANA, CALIFORNIA 92706
PHONE: 714-550-7720 FAX: 714-550-1251
Mkearney@smithchapman.com

ALSO PRESENT:

DR. MICHAEL NASSAR

DARREN RUDE

1 corporation formally changing the name to the secretary
2 of state?

3 A. I did not.

4 Q. Did someone --

5 A. Someone else.

6 Q. Who did it?

7 A. The acting CEO at the time Mr. Henry Helms.

8 Q. Prior to the incorporation of Collagen II
9 Nutrition Inc. Was the company doing any sort of
10 business as a sole proprietorship or in any form?

11 A. No.

12 Q. So when it was incorporated that's when the
13 company started doing business; is that correct?

14 A. Correct.

15 Q. Who incorporated Collagen II Nutrition Inc. In
16 2000?

17 A. Mr. Henry Helms.

18 Q. Who is Henry Helms?

19 A. He's an individual, was a neighbor in Laguna
20 Beach.

21 Q. Did he form the company on his own or did he have
22 a partner or partners?

23 A. My wife and his former company.

24 Q. I'm sorry?

25 A. My wife and Mr. Helms' former company.

1 Q. Okay. What was your involvement in the formation
2 of the company?

3 A. None.

4 Q. Who were the initial shareholders of Collagen II
5 Nutrition Inc.?

6 A. My wife and Mr. Helms.

7 Q. Just for clarity sake and for ease of reference
8 I'm going to refer to this company that was initially
9 formed as Collagen II Nutrition Inc. And then the name
10 was changed to Collagen Nutraceuticals Inc. As Collagen
11 Nutraceuticals throughout this deposition. Will you be
12 able to understand what I'm saying; is that fair?

13 A. Yes.

14 Q. What was the initial ownership structure of
15 Collagen Nutraceuticals when it was formed back in 2000?

16 A. I don't really recall. I tried to find out some
17 documentation in my file and I couldn't find anything.
18 There's a couple boxes missing and some files be missing
19 during the -- Mr. Quadri went through my stuff so I have
20 no -- I'm missing a couple boxes and some files.

21 Q. If -- just to make this go a little smoother all
22 you need to do is really answer my question. If I need
23 to followup and get more information from you I'll go
24 ahead and do that but it's going to be a lot shorter if
25 we just focus on the question.

1 A. That's fine, sir.

2 Q. Okay. Your wife, what's your wife's name?

3 A. Terri, t-e-r-r-i.

4 Q. And what's her full name?

5 A. Terri Stiles Alkayali.

6 Q. And how long have the two of you been married?

7 A. We've been married 15 years or more, 1993.

8 Q. And you currently reside in California?

9 A. Yes.

10 Q. And she currently resides in California?

11 A. Yes.

12 Q. Who currently owns the shares of Collagen
13 Nutraceuticals?

14 A. Shares have not been issued. The company owned
15 20 percent by me, 20 percent by my wife, and 60 percent
16 my children.

17 Q. What happened to Henry Helms with respect to his
18 ownership in Collagen Nutraceuticals?

19 A. I think he left. He sold his share and left.

20 Q. Who did he sell his shares to?

21 A. Back to the company.

22 Q. When did that occur?

23 A. I don't have the exact date. As I said I'm
24 missing some files so I couldn't really give you an
25 exact date.

1 A. No.

2 Q. And with respect to the ownership -- the other
3 ownership interest in the company are you aware of any
4 agreements with respect to those ownership interest?

5 A. No.

6 Q. So as far as you're concerned as you sit here you
7 own 20 percent of Collagen Nutraceuticals and there's no
8 understanding or agreement with anybody with respect to
9 that ownership interest, correct?

10 A. That's the way I understand.

11 Q. And the same question for the other ownership
12 interest in Collagen Nutraceuticals?

13 A. Correct.

14 Q. How many employees does Collagen Nutraceuticals
15 currently have?

16 A. Just me and my wife.

17 Q. What does your wife do for the company?

18 A. She call accounts. She's business.

19 Q. What's her position?

20 A. She's just a sales, you know, in sales. She's in
21 sales. She's vice-president in sales.

22 Q. When you became involved -- when you became
23 involved in the company -- actually I'm sorry, strike
24 that.

25 When you acquired your 20 percent interest in the

1 MR. KEARNEY: Back on the record.

2 BY MR. KEARNEY:

3 Q. Prior to your acquisition of an ownership
4 interest in Collagen Nutraceuticals are you aware of any
5 director shareholder meetings that the company engaged
6 in.

7 A. Yes, I believe Mr. Helm and my wife met several
8 times.

9 Q. Did they hold formal meetings of directors?

10 A. I don't know what you call formal. They met to
11 talk about the business.

12 Q. Would they have formal meetings of the
13 shareholders?

14 A. I don't recall. Possible. I don't know.

15 Q. And does the corporate book at this point reflect
16 all the shareholder's meetings and director's meetings
17 that took place for the company?

18 A. I believe so. You know, there was some and it
19 was in those boxes I was referring to earlier.

20 Q. Does the company currently have directors?

21 A. Yes.

22 Q. Who are the -- who's on the board?

23 A. I'm a director my wife is a director.

24 Q. Any others?

25 A. We're the only two that control the company right

1 now.

2 Q. How did you and your wife become directors of the
3 Collagen Nutraceuticals?

4 A. We have the meeting and vote each other out to be
5 director.

6 Q. Who was at this meeting?

7 A. My wife and I and my children.

8 Q. The children were there?

9 A. We had meeting with the children when they come
10 visit down here.

11 Q. Which year was that?

12 A. Sometime -- they come every year. We have
13 meeting twice a year, 2004-2003. I'm not clear about
14 what the dates are.

15 Q. That's when you think that you and your wife
16 became directors of Collagen Nutraceuticals?

17 A. My wife was a director with Mr. Helms.

18 Q. So you believe that you became a director in 2003
19 or 2004?

20 A. That's about right.

21 Q. And who are the officers?

22 A. I'm the officer chief executive officer and the
23 president.

24 Q. Any others?

25 A. No.

1 sale of Reversitall prior to October 8, 2008 Collagen
2 Nutraceuticals gave NeoCell permission to use that mark;
3 is that your testimony?

4 A. Yes.

5 Q. So the sales prior to that time as far as you
6 understand of Reversitall by NeoCell was authorized
7 correct?

8 A. Yes, I was in charge. I authorize myself to use
9 it yes.

10 MR. BECKER: Off the record.

11 (Off the record.)

12

13 MR. KEARNEY: Back on the record.

14 BY MR. KEARNEY:

15 Q. On March 15th, 2007 when you filed for the
16 Reversitall -- Collagen Nutraceuticals filed the
17 Reversitall trademark who owned Collagen Nutraceuticals
18 at that time?

19 A. Same people own it today.

20 Q. Okay. And you controlled Collagen Nutraceuticals
21 at the time; is that correct?

22 A. Me and my wife.

23 Q. Who was in primary control? You, correct?

24 A. Me and my wife.

25 Q. And what was your position with NeoCell on this

1 day whether the Reversitall mark was filed?

2 A. I was the owner and the CEO and consultant.

3 Q. What was your percentage ownership?

4 A. 72 percent. My wife and I 72 percent,
5 correction.

6 Q. Prior to October 8th, 2008 you indicated that
7 Collagen Nutraceuticals used the Reversitall mark in
8 connection with this raw ingredient; is that accurate?

9 A. Correct.

10 Q. What was the formula for that raw ingredient?

11 MR. BECKER: Is that a trade secret? Let's
12 mark the transcript as attorney's eyes only and for this
13 area of questioning and you can have the other two
14 witnesses leave during it.

15 MR. KEARNEY: Is this something that they
16 don't already know?

17 THE WITNESS: I don't care. I don't want
18 them to hear what I'm going to tell you so they better
19 leave.

20 MR. KEARNEY: Just step out for one second.
21 (ATTORNEYS' EYES ONLY PORTION OF THE TRANSCRIPT BEGINS.)

22

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25

1 Q. What were the -- give me an approximation on the
2 anual sales of Collagen Nutraceuticals and Five
3 Continent Enterprises total from 2003 forward?

4 A. I don't know. Collagen Nutraceuticals probably 2
5 -- 300 thousand to half a million, maximum. Five
6 Continent was doing 200,000 up to maybe 6 -- 700,000.
7 That's a range the high and low.

8 Q. Those are just sales, gross sales?

9 A. Gross sales.

10 Q. That's average per year?

11 A. I -- well, you know, like, last year was nothing,
12 it's 100,000 but there was some years CN did about
13 500,000.

14 Q. I'll mark as Exhibit 18 a one page-document.
15 It's bates labeled NEO 145.

16 (Defendant's Exhibit 18 was marked for
17 Identification.)

18

19 BY MR. KEARNEY:

20 Q. Do you recognize the e-mails?

21 A. Yeah.

22 Q. And these e-mails are with Mr. Miller, the
23 attorney who you claim was the attorney for Collagen
24 Nutraceuticals?

25 A. Yes.

1 Q. And the top e-mail is from Sarah Quadri, correct?

2 A. Yes.

3 Q. To Mr. Miller?

4 A. Uh-huh.

5 Q. And do you recall receiving this e-mail?

6 A. Not really. I just receive many e-mails, you
7 know. I was copied on it, yeah.

8 Q. I don't see where you were copied on the top
9 e-mail?

10 A. Not the top but the bottom.

11 Q. The e-mails from Mr. Miller you're copied on?

12 A. Uh-huh.

13 Q. He actually sent it to both of you and only Sarah
14 Quadri responded; is that accurate?

15 A. Because I told her to do so.

16 Q. And what was the final Reversitall mark? Was it
17 the r-e-v-e-r-s-i-t-a-l-l?

18 A. I believe so.

19 Q. And it was -- was it prior to that when it was
20 being developed was there an E in there as indicated in
21 the e-mail?

22 A. What it appeared to be that Mr. Miller
23 misunderstand that they didn't need the E in there so I
24 instructed Sarah to remover the E.

25 Q. Did you speak with Sarah about -- did you speak

1 with Sarah between the time that this e-mail was
2 received from Mr. Miller to the time when Sarah
3 responded to the e-mail?

4 A. Sarah mentioned it to me and told her it's not
5 what he wants because see the subject is CN name, sir,
6 for Reversitall. That's what she wrote in here is name,
7 search for registration of Reversitall. So she ask him
8 to remove the E based on my instruction to her. She
9 brought to my attention and I said we don't want the E
10 in there.

11 Q. So the e-mail was received, you talked to Sarah
12 about it, and then she responded; is that your
13 testimony?

14 A. Based on my instructions to her, yes.

15 Q. Was your wife involved in that discussion?

16 A. I told my wife we didn't need the E. She said to
17 remove the E. She said I don't want the E in there.

18 Q. She did. And that was between the time that Mr.
19 Miller sent his e-mail and the time that Sarah responded
20 to the e-mail?

21 A. Appeared to be, yeah.

22 Q. Was your wife at the office?

23 A. No.

24 Q. Did you call your wife?

25 A. I don't know if I called my wife or speak with

1 her that day.

2 Q. Okay. But I'm talking about the period of time
3 between Mr. Miller sending the e-mail and Miss Quadri
4 responding to the e-mail?

5 A. I don't really recall. This has been many years
6 ago so document speaks for themselves.

7 Q. They do. Who was involved in the decision to
8 remove the E from the Reversitall mark that was
9 originally contemplated?

10 A. My wife and I.

11 Q. Okay. I'm going to mark as Exhibit 19 a one-page
12 document bates labeled NEO 144.

13 (Defendant's Exhibit 19 was marked for
14 Identification.)

15

16 BY MR. KEARNEY:

17 Q. This is another e-mail string between Sarah
18 Quadri and Mr. Miller and this is Mr. Miller's e-mail at
19 the bottom appears to be in response to Miss Quadri's
20 instruction to remove the E from that Reversitall; do
21 you see that?

22 A. Uh-huh.

23 Q. And Mr. Miller wants to know whether that's what
24 you want; do you see that?

25 A. Yeah, and she spoke to me and I told her that's

1 what I want.

2 Q. So did she speak to you after Mr. Miller sent
3 this e-mail dated March 9th, 2007, 10:25 a.m.?

4 A. That's what the document says. Documents speak
5 for themselves.

6 Q. So Miss Quadri independently decided on her own
7 to remove the E and then she checked with you after Mr.
8 Miller inquired to see if that would be okay; is that
9 correct?

10 A. No, she said, yes, I spoke with him about it and
11 sees what I'm talking about. I told her to remove the
12 E.

13 Q. Well, when she see says "sees what I'm talking
14 about" doesn't that sort of mean to you that she came up
15 with the idea and then she had to come to you to see if
16 it was okay with you?

17 A. No, sir.

18 Q. That's not how you read that?

19 A. No.

20 Q. Mark as Exhibit 20 a one-page document bates
21 labeled CNI 23.

22 (Defendant's Exhibit 20 was marked for
23 Identification.)

24

25 ///

1 Q. And did she transfer this patent over to
2 Collagen?

3 A. Yes.

4 Q. When did she do that?

5 A. I don't really recall. I would have to look at
6 the assignment documents. I don't know when.

7 Q. Other than that patent does your wife own any
8 other patent?

9 A. Does she own any other patent?

10 Q. Yes.

11 A. I don't think so.

12 Q. Do you personally own any trademarks?

13 A. No.

14 Q. And same question for your wife.

15 A. I don't think so.

16 MR. BECKER: Just a clarification when you
17 refer to trademarks are you referring to registered
18 or --

19 MR. KEARNEY: I'm referring to anything that
20 you consider to be trademark whether they be registered
21 or not.

22 THE WITNESS: She developed the ArthoPet
23 trademark. It's not registered trademark but she
24 developed that and she actually developed the
25 Reversitall trademark also.

EXHIBIT B

Kaylene Canaan

From: Kaylene Canaan
Sent: Wednesday, May 12, 2010 9:49 AM
To: 'matt@beckerlawfirm.com'
Cc: Mark Kearney; John S. Clifford; Annette Ragone
Subject: Collagen v Neocell: Proposed Dates for Depositions

OutlookEntryID: 00000000ACA67BDF51AAE4418B739415AB8421BB070080999314A09EEB45B0FA036014B5114A0018BB8B0027000080999314A09EEB45B0FA036014B5114A002F5884BB9D0000
TimeMattersID: M56759D95A80C438
TM Contact: Quadri, Al
TM Matter No: HA35036
TM Matter Reference: Collagen Nutraceuticals v. Neocell

Mr. Becker:

As a follow up to your conversation with Mark Kearney this morning, we'd like to provide some available dates from our offices for scheduling the depositions we are proposing.

Currently, we'd like to proceed with the following dates and parties in this order:

Terri Alkayali – May 21 (Smith, Chapman & Campbell)
Jorge Hodgers – May 25 (Smith, Chapman & Campbell)
Terry L. Miller – June 1 (Smith, Chapman & Campbell)
Sarah Alkayali – June 4 (Barkley's Denver, CO)
Rachel Alkayali – June 4 (Barkley's Denver, CO)
Asia Alkayali – June 11 (Barkley's New York, NY)

Other dates our office has available is May 19, June 3, June 8, June 10, June 16, June 23, June 29.

Please let us know what works for your offices and how we can coordinate these depositions for convenience for all.

Thank you for your attention in this regard.

~Kaylene

Kaylene B. Canaan

Paralegal to Douglas M. Campbell, Esq. and Mark T. Kearney, Esq.

SMITH, CHAPMAN & CAMPBELL, APLC

1800 North Broadway, Suite 200, Santa Ana, CA 92706

Tel: (714) 550-7720 x 5032 / Fax: (714) 550-1251 email: kcanaan@smithchapman.com

The information contained in this communication may be confidential, may be attorney-client privileged, may constitute inside information and is intended only for the use of the addressee. Unauthorized use, disclosure or copying is strictly prohibited and may be unlawful. If you have received this communication in error, please notify us immediately at the number listed above. Thank you.

Kaylene Canaan

From: Kaylene Canaan
Sent: Wednesday, May 19, 2010 12:47 PM
To: 'matt@beckerlawfirm.com'
Subject: FW: Collagen v Neocell: Proposed Dates for Depositions

OutlookEntryID: 00000000ACA67BDF51AAE4418B739415AB8421BB070080999314A09EEB45B0FA036014B5114A0018BB8B0027000080999314A09EEB45B0FA036014B5114A002F5884BBC70000
TimeMattersID: ME0009D9BBACF934
TM Contact: Quadri, Al
TM Matter No: HA35036
TM Matter Reference: Collagen Nutraceuticals v. Neocell

Mr. Becker:

Please get back with us regarding availability for depositions as listed below. We need to get these subpoenas out for service and would appreciate a response back so we can mutually lock in some dates.

We also want to know if you will be accepting service on behalf of all of the Alkayali's?

~Kaylene Canaan

From: Kaylene Canaan
Sent: Wednesday, May 12, 2010 9:49 AM
To: 'matt@beckerlawfirm.com'
Cc: Mark Kearney; John S. Clifford; Annette Ragone
Subject: Collagen v Neocell: Proposed Dates for Depositions

Mr. Becker:

As a follow up to your conversation with Mark Kearney this morning, we'd like to provide some available dates from our offices for scheduling the depositions we are proposing.

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Rachel Alkayali – June 4 (Barkley's Denver, CO)
Asia Alkayali – June 11 (Barkley's New York, NY)

Other dates our office has available is May 19, June 3, June 8, June 10, June 16, June 23, June 29.

Please let us know what works for your offices and how we can coordinate these depositions for convenience for all.

Thank you for your attention in this regard.

~Kaylene

Kaylene B. Canaan

Paralegal to Douglas M. Campbell, Esq. and Mark T. Kearney, Esq.

Kaylene Canaan

From: Matthew A. Becker, Esq. [matt@beckerlawfirm.com]
Sent: Wednesday, May 19, 2010 3:42 PM
To: Kaylene Canaan
Subject: RE: Collagen v Neocell: Proposed Dates for Depositions

OutlookEntryID: 00000000ACA67BDF51AAE4418B739415AB8421BB07007B8B27AAF01C374BBE0E9A90452F4EFD0018BBF9083E00007B8B27AAF01C374BBE0E9A90452F4EFD00342B7DE0210000
TimeMattersID: M064C9D9B0F02234
TM Contact: Becker, Matthew A.
TM Matter No: HA35036
TM Matter Reference: Collagen Nutraceuticals v. Neocell

Thanks for the email. I will get back to you with some dates and the other info.

Matthew A. Becker, Esq.
phn (619) 522-6760
email: matt@beckerlawfirm.com

From: Kaylene Canaan [mailto:kcanaan@smithchapman.com]
Sent: Wednesday, May 19, 2010 12:47 PM
To: matt@beckerlawfirm.com
Subject: FW: Collagen v Neocell: Proposed Dates for Depositions

Mr. Becker:

Please get back with us regarding availability for depositions as listed below. We need to get these subpoenas out for service and would appreciate a response back so we can mutually lock in some dates.

We also want to know if you will be accepting service on behalf of all of the Alkayali's?

~Kaylene Canaan

From: Kaylene Canaan
Sent: Wednesday, May 12, 2010 9:49 AM
To: 'matt@beckerlawfirm.com'
Cc: Mark Kearney; John S. Clifford; Annette Ragone
Subject: Collagen v Neocell: Proposed Dates for Depositions

Mr. Becker:

As a follow up to your conversation with Mark Kearney this morning, we'd like to provide some available dates from our offices for scheduling the depositions we are proposing.

Currently, we'd like to proceed with the following dates and parties in this order:

Terri Alkayali – May 21 (Smith, Chapman & Campbell)
Jorge Hodgers – May 25 (Smith, Chapman & Campbell)
Terry L. Miller – June 1 (Smith, Chapman & Campbell)
Sarah Alkayali – June 4 (Barkley's Denver, CO)
Rachel Alkayali – June 4 (Barkley's Denver, CO)
Asia Alkayali – June 11 (Barkley's New York, NY)

Other dates our office has available is May 19, June 3, June 8, June 10, June 16, June 23, June 29.

Please let us know what works for your offices and how we can coordinate these depositions for convenience for all.

Thank you for your attention in this regard.

~Kaylene

Kaylene B. Canaan

Paralegal to Douglas M. Campbell, Esq. and Mark T. Kearney, Esq.

SMITH, CHAPMAN & CAMPBELL, APLC

1800 North Broadway, Suite 200, Santa Ana, CA 92706

Tel: (714) 550-7720 x 5032 / Fax: (714) 550-1251 email: kcanaan@smithchapman.com

The information contained in this communication may be confidential, may be attorney-client privileged, may constitute inside information and is intended only for the use of the addressee. Unauthorized use, disclosure or copying is strictly prohibited and may be unlawful. If you have received this communication in error, please notify us immediately at the number listed above. Thank you.

Kaylene Canaan

From: Kaylene Canaan
Sent: Monday, May 24, 2010 3:50 PM
To: 'matt@beckerlawfirm.com'
Cc: Mark Kearney
Subject: RE: Collagen v Neocell: Proposed Dates for Depositions

OutlookEntryID: 00000000ACA67BDF51AAE4418B739415AB8421BB070080999314A09EEB45B0FA036014B5114A0018BB8B0027000080999314A09EEB45B0FA036014B5114A002F5884BBE40000
TimeMattersID: M9FA39D9D466B147
TM Contact: Quadri, Al
TM Matter No: HA35036
TM Matter Reference: Collagen Nutraceuticals v. Neocell

Mr. Becker:

Do you have a minute to look at some availability for depositions? Two proposed dates have already passed and we still have not heard from you.

Thank you for your attention to this matter.

~Kaylene

Kaylene B. Canaan

Paralegal to Douglas M. Campbell, Esq. and Mark T. Kearney, Esq.

SMITH, CHAPMAN & CAMPBELL, APLC

1800 North Broadway, Suite 200, Santa Ana, CA 92706

Tel: (714) 550-7720 x 5032 / Fax: (714) 550-1251 email: kcanaan@smithchapman.com

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From: Matthew A. Becker, Esq. [mailto:matt@beckerlawfirm.com]
Sent: Wednesday, May 19, 2010 3:42 PM
To: Kaylene Canaan
Subject: RE: Collagen v Neocell: Proposed Dates for Depositions

Thanks for the email. I will get back to you with some dates and the other info.

Matthew A. Becker, Esq.
phn (619) 522-6760
email: matt@beckerlawfirm.com

From: Kaylene Canaan [mailto:kcanaan@smithchapman.com]
Sent: Wednesday, May 19, 2010 12:47 PM
To: matt@beckerlawfirm.com
Subject: FW: Collagen v Neocell: Proposed Dates for Depositions

Mr. Becker:

Please get back with us regarding availability for depositions as listed below. We need to get these subpoenas out for service and would appreciate a response back so we can mutually lock in some dates.

We also want to know if you will be accepting service on behalf of all of the Alkayali's?

~Kaylene Canaan

From: Kaylene Canaan
Sent: Wednesday, May 12, 2010 9:49 AM
To: 'matt@beckerlawfirm.com'
Cc: Mark Kearney; John S. Clifford; Annette Ragone
Subject: Collagen v Neocell: Proposed Dates for Depositions

Mr. Becker:

As a follow up to your conversation with Mark Kearney this morning, we'd like to provide some available dates from our offices for scheduling the depositions we are proposing.

Currently, we'd like to proceed with the following dates and parties in this order:

Terri Alkayali – May 21 (Smith, Chapman & Campbell)
Jorge Hodgers – May 25 (Smith, Chapman & Campbell)
Terry L. Miller – June 1 (Smith, Chapman & Campbell)
Sarah Alkayali – June 4 (Barkley's Denver, CO)
Rachel Alkayali – June 4 (Barkley's Denver, CO)
Asia Alkayali – June 11 (Barkley's New York, NY)

Other dates our office has available is May 19, June 3, June 8, June 10, June 16, June 23, June 29.

Please let us know what works for your offices and how we can coordinate these depositions for convenience for all.

Thank you for your attention in this regard.

~Kaylene

Kaylene B. Canaan

Paralegal to Douglas M. Campbell, Esq. and Mark T. Kearney, Esq.

SMITH, CHAPMAN & CAMPBELL, APLC

1800 North Broadway, Suite 200, Santa Ana, CA 92706

Tel: (714) 550-7720 x 5032 / Fax: (714) 550-1251 email: kcanaan@smithchapman.com

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Kaylene Canaan

From: Kaylene Canaan
Sent: Thursday, June 10, 2010 12:32 PM
To: 'matt@beckerlawfirm.com'
Cc: Mark Kearney
Subject: Collagen v Neocell: Deposition Dates
Attachments: Ntc of Depo - Jorge Hodgers - Amended.pdf; Subpoena - Jorge Hodgers - Amended.pdf

OutlookEntryID: 00000000ACA67BDF51AAE4418B739415AB8421BB070080999314A09EEB45B0FA036014B5114A0018BB8B0027000080999314A09EEB45B0FA036014B5114A002F5884F6460000
TimeMattersID: MFBB29DB29C0A401
TM Contact: Quadri, Al
TM Matter No: HA35036
TM Matter Reference: Collagen Nutraceuticals v. Neocell

Mr. Becker,

These are the dates we have scheduled for depositions.

June 18 – records only – US Bank (service has been completed)

June 23 – Hodgers (proposed date)(service has not been completed yet)

June 29 – Terry Miller (proposed date)(service has not been completed yet)

July 6 – Terri Alkayali (proposed date)(service has not been completed yet)

I am attaching amended Subpoena and Notice of Deposition for Jorge Hodgers. Thank you for catching my mistake. Since my WordPerfect file showed the correct date I can only assume that I threw out the correct notice and kept the erroneous notice instead and served that one on you. I apologize for the confusion it has caused.

~Kaylene

Kaylene B. Canaan

Paralegal to Douglas M. Campbell, Esq. and Mark T. Kearney, Esq.

SMITH, CHAPMAN & CAMPBELL, APLC

1800 North Broadway, Suite 200, Santa Ana, CA 92706

Tel: (714) 550-7720 x 5032 / Fax: (714) 550-1251 email: kcanaan@smithchapman.com

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EXHIBIT C

Mark Kearney

From: Mark Kearney
Sent: Tuesday, May 25, 2010 10:50 AM
To: 'matt@beckerlawfirm.com'
Cc: Kaylene Canaan
Subject: Collagen v. NeoCell

Matt,

We have been trying to work with you on scheduling the depositions of Terri Alkayali, the Alkayali's daughters, Jorge Hodgers, and Terri Miller for weeks now. I talked to you weeks ago and asked for your availability. My paralegal has called your office and sent you emails since that time to try to get dates, but you still have not provided your availability. Three dates that our office had available have come and gone since I first spoke with you.

We need to know the following by the end of the day Thursday, May 27, 2010: (1) whether you are authorized to accept service of the subpoenas for the daughters and your preferred location for the depositions, and (2) available dates for the depositions (with alternative dates). If we have not heard from you by that time, we will have no choice but to select dates and send out the notices/subpoenas on Friday. Obviously, we would rather arrange for your office to accept service of the subpoenas and to schedule the depositions on dates that are acceptable to you, but we will have no choice but to move forward if we do not hear back from you. If we do not hear back from you and we are forced to select dates and send out the paperwork, we can not later reschedule the depositions to accommodate your schedule.

Thanks,

Mark T. Kearney
Smith, Chapman & Campbell
A Professional Law Corporation
1800 North Broadway, Suite 200
Santa Ana, CA 92706
Tel: 714.550.7720 | Fax: 714.550.1251
email: mkearney@smithchapman.com

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EXHIBIT D

Mark Kearney

From: Matthew A. Becker, Esq. [matt@beckerlawfirm.com]
Sent: Tuesday, May 25, 2010 10:54 AM
To: Mark Kearney
Cc: Kaylene Canaan
Subject: RE: Collagen v. NeoCell

Mark:

As you are aware, you are requesting depositions for numerous nonparties located over three states. I am working on getting dates that will accommodate the various schedules involved and should have these shortly.

Thank you for your patience.

Matthew A. Becker, Esq.
phn (619) 522-6760
email: matt@beckerlawfirm.com

From: Mark Kearney [mailto:mkearney@smithchapman.com]
Sent: Tuesday, May 25, 2010 10:50 AM
To: matt@beckerlawfirm.com
Cc: Kaylene Canaan
Subject: Collagen v. NeoCell

Matt,

We have been trying to work with you on scheduling the depositions of Terri Alkayali, the Alkayali's daughters, Jorge Hodgers, and Terri Miller for weeks now. I talked to you weeks ago and asked for your availability. My paralegal has called your office and sent you emails since that time to try to get dates, but you still have not provided your availability. Three dates that our office had available have come and gone since I first spoke with you.

We need to know the following by the end of the day Thursday, May 27, 2010: (1) whether you are authorized to accept service of the subpoenas for the daughters and your preferred location for the depositions, and (2) available dates for the depositions (with alternative dates). If we have not heard from you by that time, we will have no choice but to select dates and send out the notices/subpoenas on Friday. Obviously, we would rather arrange for your office to accept service of the subpoenas and to schedule the depositions on dates that are acceptable to you, but we will have no choice but to move forward if we do not hear back from you. If we do not hear back from you and we are forced to select dates and send out the paperwork, we can not later reschedule the depositions to accommodate your schedule.

Thanks,

Mark T. Kearney
Smith, Chapman & Campbell
A Professional Law Corporation
1800 North Broadway, Suite 200
Santa Ana, CA 92706
Tel: 714.550.7720 | Fax: 714.550.1251
email: mkearney@smithchapman.com

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EXHIBIT E

Mark Kearney

From: Mark Kearney
Sent: Friday, June 25, 2010 11:06 AM
To: 'matt@beckerlawfirm.com'
Subject: CN v. NeoCell

Matt,

I still have not heard back from you with respect to whether you will agree to accept service of a subpoena for Terri Alkayali. What is going on? Please let me know.

Mark T. Kearney
Smith, Chapman & Campbell
A Professional Law Corporation
1800 North Broadway, Suite 200
Santa Ana, CA 92706
Tel: 714.550.7720 | Fax: 714.550.1251
email: mkearney@smithchapman.com

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EXHIBIT F

Mark Kearney

From: Matthew A. Becker, Esq. [matt@beckerlawfirm.com]
Sent: Monday, June 28, 2010 4:03 PM
To: Mark Kearney
Cc: khawkes@beckerlawfirm.com
Subject: RE: CN v. NeoCell

Mark:

I am not authorized to accept service.

Please also update me on the time and location of the Terry Miller deposition. Originally, you scheduled it for tomorrow but when we last spoke you had not served Mr. Miller.

Additionally, we would like to take the depositions of each of the individual defendants (most likely half days) as well as the PMK for NeoCell. Please advise if there is a week that is best for your schedule and your clients.

Best regards,

Matthew A. Becker, Esq.
phn (619) 522-6760
email: matt@beckerlawfirm.com

From: Mark Kearney [mailto:mkearney@smithchapman.com]
Sent: Friday, June 25, 2010 11:06 AM
To: matt@beckerlawfirm.com
Subject: CN v. NeoCell

Matt,

I still have not heard back from you with respect to whether you will agree to accept service of a subpoena for Terri Alkayali. What is going on? Please let me know.

Mark T. Kearney
Smith, Chapman & Campbell
A Professional Law Corporation
1800 North Broadway, Suite 200
Santa Ana, CA 92706
Tel: 714.550.7720 | Fax: 714.550.1251
email: mkearney@smithchapman.com

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EXHIBIT G

Kaylene Canaan

From: DDS Customer Service [processstatus@ddslegal.com]
Sent: Thursday, June 17, 2010 4:08 PM
To: Kaylene Canaan
Subject: Status Update 1953145

Status for order 1953145
Recipient:

Order placed by: Kaylene Client Name: Smith, Chapman & Campbell

COLLAGEN v. NEOCELL
Case #: 309CV02188DMSWVG

Origin

Mark T. Kearney, Esq.
1800 N Broadway Ste 200
Santa Ana

Destination

Terri Alkayali
15045 Adams Dr
Pauma Valley CA 92061

Notes/Status

06/12/10 01:50 PM NO ANSWER AT THE DOOR,
THIS IS A SINGLE FAMILY RESIDENCE.
06/15/10 08:55 AM NO ANSWER AT RESIDENCE

Documents

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION NOTICE OF TAKING DEPOSITION OF TERRI
ALKAYALI AND REQUEST FOR PRODUCTION OF DOCUMENTS

Court UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF CALIFORNIA
Hearing Date:07/06/10 Time:10:00 AM Dept/Div:
Date Mailed:

Reference: HA35036

Automated Message

Thank you for using DDS!

www.dddslegal.com

--

This message has been scanned for viruses and dangerous content by MailScanner, and is believed to be clean.

Kaylene Canaan

From: Kaylene Canaan
Sent: Thursday, July 08, 2010 12:04 PM
To: Mark Kearney
Subject: Collagen v Neocell: Service on Terri Alkayali FW: Status Update 1953145.02

OutlookEntryID: 00000000ACA67BDF51AAE4418B739415AB8421BB070080999314A09EEB45B0FA036014B5114A002F58840069000080999314A09EEB45B0FA036014B5114A0030364C05A90000
TimeMattersID: M59539DDD9972814
TM Contact: Quadri, Akram "Al"
TM Matter No: HA35036
TM Matter Reference: Collagen Nutraceuticals v. Neocell

-----Original Message-----

From: DDS Customer Service [mailto:processstatus@ddslegal.com]
Sent: Thursday, July 08, 2010 11:57 AM
To: Kaylene Canaan
Subject: Status Update 1953145.02

Status for order 1953145.02
Recipient:

Order placed by: Kaylene Client Name: Smith, Chapman & Campbell

COLLAGEN v. NEOCELL
Case #: 309CV02188DMSWVG

Origin

Mark T. Kearney, Esq.
1800 N Broadway Ste 200
Santa Ana

Destination

Terri Alkayali
15045 Adams Dr
Pauma Valley CA 92061

Notes/Status

07/01/10 07:45 PM LOCATION IS A
RESIDENCE. NO ANSWER AT DOOR
07/03/10 04:00 PM LOCATION IS A
RESIDENCE. NO ANSWER AT DOOR
07/07/10 04:00 PM STARTED STAKEOUT. NO
CARS IN OR OUT THE ENTIRE TIME. THERE WAS A WHITE SUV AND A SILVER TRUCK IN THE DRIVEWAY.
SERVER COULD NOT SEE ANY LIGHTS ON AND THERE WAS NO ACTIVITY. SERVER LEFT AT 11PM
07/08/10 06:45 AM PERSONALLY SERVED
CAUCASIAN FEMALE 50YRS 5'7" 120LBS. BLOND HAIR BROWN EYES SERVER ARRIVED AT LOCATION AT 4AM

Documents

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION NOTICE OF TAKING DEPOSITION OF TERRI
ALKAYALI AND REQUEST FOR PRODUCTION OF DOCUMENTS

Court UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF CALIFORNIA
Hearing Date:07/29/10 Time:10:00 AM Dept/Div:
Date Mailed:

Reference: HA35036

Automated Message

Thank you for using DDS!

www.dddslegal.com

--

This message has been scanned for viruses and dangerous content by MailScanner, and is
believed to be clean.

EXHIBIT H

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address) Mark T. Kearney, Esq. 1800 N Broadway Ste 200 Santa Ana CA 92706		TELEPHONE NO. (714) 550-7720	FOR COURT USE ONLY
ATTORNEY FOR (Name) Defendant			
Insert of Court Name of Judicial District and Branch Court if any UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF CALIFORNIA			
SHORT TITLE OF CASE COLLAGEN v. NEOCELL			
1953145.02	(HEARING) Date 07/29/10	Time 10:00 AM	Dept
			Case Number: 309CV02188DMSWVG
			REFERENCE NO. HA35036

DECLARATION OF SERVICE

I, THE UNDERSIGNED, DECLARE UNDER PENALTY OF PERJURY THAT I WAS ON THE DATE HEREIN REFERRED TO OVER THE AGE OF 21 YEARS AND NOT A PARTY TO THE WITHIN ENTITLED ACTION, I SERVED THE:

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION
NOTICE OF TAKING DEPOSITION OF TERRI ALKAYALI AND REQUEST FOR
PRODUCTION OF DOCUMENTS

ON: Terri Alkayali

IN THE ABOVE MENTIONED ACTION BY DELIVERING TO AND LEAVING WITH THE ABOVE NAMED PERSON A COPY THEREOF, AT:

15045 Adams Dr
Pauma Valley CA 92061

ON **7/8/2010** AT **6:45:00 AM**

WITNESS FEES: **175.76**

I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING INFORMATION CONTAINED IN THE RETURN OF SERVICE AND STATEMENT OF SERVICE FEES IS TRUE AND CORRECT.

7a. Person Serving: **Jonas Williams**

b. DDS Legal Support
2900 Bristol St
Costa Mesa, Ca 92626

c. (714) 662-5555

8. I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

d. The fee for service was **\$485.00**

e. I am:

- (1) not a registered California process server:
(3) X registered California process server:

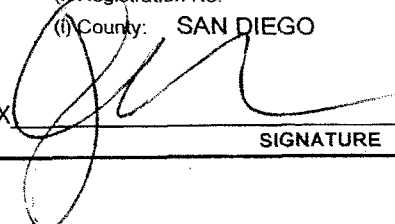
(i) Independent Contractor

(ii) Registration No:

4005

(i) County: **SAN DIEGO**

X



SIGNATURE

7/12/2010 Jonas Williams

PROOF OF SERVICE

AO 88A (Rev. 06/09) Subpoena to Testify at a Deposition in a Civil Action

UNITED STATES DISTRICT COURT
for the
SOUTHERN DISTRICT, SAN District of California

COLLAGEN NUTRACEUTICALS, INC. A California
Corporation

Plaintiff

v.

NEOCELL CORPORATION, FATMA BOUKHARI,
AKRAM QUADRI, SARAH QUADRI, DARREN

Defendant

Civil Action No. 3:09-CV-02188-DMS-WVG

(If the action is pending in another district, state where:

AMENDED SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION

To: Terri Alkayali, 15045 Adams Dr., Pauma Valley, CA 92061

☒ **Testimony:** **YOU ARE COMMANDED** to appear at the time, date, and place set forth below to testify at a deposition to be taken in this civil action. If you are an organization that is *not* a party in this case, you must designate one or more officers, directors, or managing agents, or designate other persons who consent to testify on your behalf about the following matters, or those set forth in an attachment:

Place: 1800 N. Broadway, Suite 200

Santa ana, CA 92706

Date and Time:

Thursday, July 29, 2010 at 10:00 a.m.

The deposition will be recorded by this method: Stenographically, audibly and/or audiovisually

☒ **Production:** You, or your representatives, must also bring with you to the deposition the following documents, electronically stored information, or objects, and permit their inspection, copying, testing, or sampling of the material: See Request for Production of Documents, Attachment A

The provisions of Fed. R. Civ. P. 45(c), relating to your protection as a person subject to a subpoena, and Rule 45 (d) and (e), relating to your duty to respond to this subpoena and the potential consequences of not doing so, are attached.

Date: 7/12/2010

CLERK OF COURT

Signature of Clerk or Deputy Clerk

OR

Mark T. Kearney

Attorney's signature

The name, address, e-mail, and telephone number of the attorney representing (name of party) Defendants

_____, who issues or requests this subpoena, are:
Mark T. Kearney, Esq., of Smith, Chapman & Campbell located at 1800 N. Broadway, Suite 200, Santa Ana, CA 92706.
Tel. 714.550.7720; Fax. 714.550.1251

REQUEST FOR PRODUCTION OF DOCUMENTS, ATTACHMENT A
Terri Alkayali

DEFINITIONS

1. "COLLAGEN" shall mean Plaintiff/Counterclaim Defendant, Collagen Nutraceuticals, Inc.
2. "ALKAYALI" shall mean Counterclaim Defendant, Ahmad Alkayali.
3. "NEOCELL" shall mean Defendant/Counterclaimant NeoCell Corporation.
4. "YOU," "YOUR," and "YOURS" shall mean Terri Alkayali, the party responding to these requests as well as any agents, servants, employees, or other persons acting on her behalf.
5. The term "DOCUMENTS" is as that term is defined in Federal Rules of Civil Procedure Rule 34, and which includes, but is not limited to, any designated documents or electronically stored information--including writings, drawings, graphs, charts, photographs, sound recordings, images, and other data or data compilations--stored in any medium from which information can be obtained either directly or, if necessary, after translation by the responding party into a reasonably usable form.
6. The term "COMMUNICATIONS" shall mean and include any meeting, conference, face-to-face conversation, telephone conversation, or conference or communication used by any media, including computer e-mail, or any other computerized electronic communications, as well as any written, typed, taped, or recorded communication of any kind whatsoever.

DOCUMENTS REQUESTED

1. The Corporate book of COLLAGEN.
2. All notices of meetings, waivers of notice, and meeting minutes for shareholder meetings of COLLAGEN.
3. All notices of meetings, waivers of notice, and meeting minutes for director meetings of COLLAGEN.

- 1 4. The Articles of Incorporation of COLLAGEN.
- 2 5. The Bylaws of COLLAGEN.
- 3 6. The Stock Ledger of COLLAGEN.
- 4 7. All shareholder agreements between shareholders of COLLAGEN.
- 5 8. All agreements relating to shares and/or ownership of COLLAGEN.
- 6 9. All agreements between YOU and NEOCELL.
- 7 10. All agreements between YOU and COLLAGEN.
- 8 11. All agreements between COLLAGEN and NEOCELL.
- 9 12. All trademark and patent applications filed by COLLAGEN.
- 10 13. All agreements relating to the marks that are subject of this lawsuit.
- 11 14. All agreements relating to the patent identified in the Complaint in this
- 12 matter.
- 13 15. All documents and/or things relating to all trademarks pertaining to this
- 14 matter.
- 15 16. All documents and/or things relating to all patents pertaining to this
- 16 matter.
- 17 17. All documents that support the claim that the trademarks pertaining to this
- 18 matter are the property of and/or owned by COLLAGEN.
- 19 18. All documents that support the claim that the patent identified in the
- 20 Complaint in this matter is the property of and/or owned by COLLAGEN.
- 21 19. All trademark and patent applications filed by COLLAGEN.
- 22 20. All trademark and patent applications filed by ALKAYALI.
- 23 21. All trademark and patent applications filed by YOU.
- 24 22. All invoices and purchase orders for all products sold by COLLAGEN for
- 25 the period of June 23, 2009 to the present date.
- 26 23. All invoices and purchase orders for all products sold by COLLAGEN
- 27 that referenced and/or referred to the trademarks pertaining to this matter.
- 28

- 1 24. All communications that relate to and/or refer to the trademarks
- 2 pertaining to this matter.
- 3 25. All documents that support the claims of COLLAGEN in this matter.
- 4 26. All documents that support Counterclaim Defendants' defenses to the
- 5 Counterclaim in this matter.
- 6 27. All documents that reflect payments made by YOU to COLLAGEN.
- 7 28. All documents that reflect payments made by COLLAGEN to YOU.
- 8 29. All documents that reflect payments made by YOU to Five Continent
- 9 Enterprises.
- 10 30. All documents that reflect payments made by Five Continent Enterprises
- 11 to YOU.
- 12 31. All documents that reflect payments made by YOU that directly or
- 13 indirectly through someone else or another entity was to go to
- 14 COLLAGEN.
- 15 32. All documents that reflect payments made to YOU that directly or
- 16 indirectly through someone else or another entity came from
- 17 COLLAGEN.
- 18 33. All bank records, including bank statements, check registers, and bank
- 19 receipts, that reflect payments made by YOU to COLLAGEN.
- 20 34. All bank records, including bank statements, check registers, and bank
- 21 receipts, that reflect payments made by COLLAGEN to YOU.
- 22 35. All bank records, including bank statements, check registers, and bank
- 23 receipts, that reflect payments made by YOU to Five Continent
- 24 Enterprises.
- 25 36. All bank records, including bank statements, check registers, and bank
- 26 receipts, that reflect payments made by Five Continent Enterprises to
- 27 YOU.
- 28

- 1 37. All bank records, including bank statements, check registers, and bank
2 receipts, that reflect payments made by YOU that directly or indirectly
3 through someone else or another entity was to go to COLLAGEN.
4 38. All bank records, including bank statements, check registers, and bank
5 receipts, that reflect payments made to YOU that directly or indirectly
6 through someone else or another entity came from COLLAGEN.
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ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address) Mark T. Kearney, Esq. 1800 N Broadway Ste 200 Santa Ana CA 92706 Defendant			TELEPHONE NO. (714) 550-7720	FOR COURT USE ONLY
Insert of Court Name of Judicial District and Branch Court if any UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF CALIFORNIA				
SHORT TITLE OF CASE COLLAGEN v. NEOCELL				
1953145.02	(HEARING) Date 07/29/10	Time 10:00 AM	Dept	Case Number: 309CV02188DMSWVG
				REFERENCE NO. HA35036

DECLARATION OF SERVICE

I, THE UNDERSIGNED, DECLARE UNDER PENALTY OF PERJURY THAT I WAS ON THE DATE HEREIN REFERRED TO OVER THE AGE OF 21 YEARS AND NOT A PARTY TO THE WITHIN ENTITLED ACTION, I SERVED THE:

SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION
NOTICE OF TAKING DEPOSITION OF TERRI ALKAYALI AND REQUEST FOR
PRODUCTION OF DOCUMENTS

ON: Terri Alkayali

IN THE ABOVE MENTIONED ACTION BY DELIVERING TO AND LEAVING WITH THE ABOVE NAMED PERSON A COPY THEREOF, AT:

15045 Adams Dr
Pauma Valley CA 92061

ON 7/8/2010 AT 6:45:00 AM

WITNESS FEES: 175.76

I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING INFORMATION CONTAINED IN THE RETURN OF SERVICE AND STATEMENT OF SERVICE FEES IS TRUE AND CORRECT.

7a. Person Serving: Jonas Williams

b. DDS Legal Support
2900 Bristol St
Costa Mesa, Ca 92626

c. (714) 662-5555

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

7/12/2010 Jonas Williams

d. The fee for service was \$485.00

e. I am:

- (1) not a registered California process server:
(3) X registered California process server:

(i) Independent Contractor

(i) Registration No: 4005

(ii) County: SAN DIEGO

X

SIGNATURE

PROOF OF SERVICE

Federal Rule of Civil Procedure 45 (c), (d), and (e) (Effective 12/1/07)**(c) Protecting a Person Subject to a Subpoena.**

(1) Avoiding Undue Burden or Expense; Sanctions. A party or attorney responsible for issuing and serving a subpoena must take reasonable steps to avoid imposing undue burden or expense on a person subject to the subpoena. The issuing court must enforce this duty and impose an appropriate sanction — which may include lost earnings and reasonable attorney's fees — on a party or attorney who fails to comply.

(2) Command to Produce Materials or Permit Inspection.

(A) Appearance Not Required. A person commanded to produce documents, electronically stored information, or tangible things, or to permit the inspection of premises, need not appear in person at the place of production or inspection unless also commanded to appear for a deposition, hearing, or trial.

(B) Objections. A person commanded to produce documents or tangible things or to permit inspection may serve on the party or attorney designated in the subpoena a written objection to inspecting, copying, testing or sampling any or all of the materials or to inspecting the premises — or to producing electronically stored information in the form or forms requested. The objection must be served before the earlier of the time specified for compliance or 14 days after the subpoena is served. If an objection is made, the following rules apply:

(i) At any time, on notice to the commanded person, the serving party may move the issuing court for an order compelling production or inspection.

(ii) These acts may be required only as directed in the order, and the order must protect a person who is neither a party nor a party's officer from significant expense resulting from compliance.

(3) Quashing or Modifying a Subpoena.

(A) When Required. On timely motion, the issuing court must quash or modify a subpoena that:

(i) fails to allow a reasonable time to comply;

(ii) requires a person who is neither a party nor a party's officer to travel more than 100 miles from where that person resides, is employed, or regularly transacts business in person — except that, subject to Rule 45(c)(3)(B)(iii), the person may be commanded to attend a trial by traveling from any such place within the state where the trial is held;

(iii) requires disclosure of privileged or other protected matter, if no exception or waiver applies; or

(iv) subjects a person to undue burden.

(B) When Permitted. To protect a person subject to or affected by a subpoena, the issuing court may, on motion, quash or modify the subpoena if it requires:

(i) disclosing a trade secret or other confidential research, development, or commercial information;

(ii) disclosing an unretained expert's opinion or information that does not describe specific occurrences in dispute and results from the expert's study that was not requested by a party; or

(iii) a person who is neither a party nor a party's officer to incur substantial expense to travel more than 100 miles to attend trial.

(C) Specifying Conditions as an Alternative. In the circumstances described in Rule 45(c)(3)(B), the court may, instead of quashing or modifying a subpoena, order appearance or production under specified conditions if the serving party:

(i) shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship; and

(ii) ensures that the subpoenaed person will be reasonably compensated.

(d) Duties in Responding to a Subpoena.

(1) Producing Documents or Electronically Stored Information. These procedures apply to producing documents or electronically stored information:

(A) Documents. A person responding to a subpoena to produce documents must produce them as they are kept in the ordinary course of business or must organize and label them to correspond to the categories in the demand.

(B) Form for Producing Electronically Stored Information Not Specified. If a subpoena does not specify a form for producing electronically stored information, the person responding must produce it in a form or forms in which it is ordinarily maintained or in a reasonably usable form or forms.

(C) Electronically Stored Information Produced in Only One Form. The person responding need not produce the same electronically stored information in more than one form.

(D) Inaccessible Electronically Stored Information. The person responding need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or for a protective order, the person responding must show that the information is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) Claiming Privilege or Protection.

(A) Information Withheld. A person withholding subpoenaed information under a claim that it is privileged or subject to protection as trial-preparation material must:

(i) expressly make the claim; and

(ii) describe the nature of the withheld documents, communications, or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the claim.

(B) Information Produced. If information produced in response to a subpoena is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has; must not use or disclose the information until the claim is resolved; must take reasonable steps to retrieve the information if the party disclosed it before being notified; and may promptly present the information to the court under seal for a determination of the claim. The person who produced the information must preserve the information until the claim is resolved.

(e) Contempt. The issuing court may hold in contempt a person who, having been served, fails without adequate excuse to obey the subpoena. A nonparty's failure to obey must be excused if the subpoena purports to require the nonparty to attend or produce at a place outside the limits of Rule 45(c)(3)(A)(ii).

CERTIFICATE OF SERVICE

I declare that I am employed in the City of Santa Ana, County of Orange, State of California. I am over the age of eighteen years and not a party to the within action; my business address is: SMITH, CHAPMAN & CAMPBELL, 1800 North Broadway, Suite 200, Santa Ana, California 92706

On July 14, 2010, I served the foregoing document(s): **AMENDED SUBPOENA TO TESTIFY AT A DEPOSITION IN A CIVIL ACTION - TERRI ALKAYALI**

☒ by placing the true copies thereof enclosed in sealed envelopes addressed to:

Matthew A. Becker, Esq.
The Law Office of Matthew A. Becker, PC
1003 Isabella Avenue
Coronado, CA 92118
619-522-6760; fax: 619-522-6763
Attorneys for Plaintiff Collagen Nutraceuticals, Inc.

☐ by placing the original thereof enclosed in sealed envelopes addressed as stated on the attached mailing list:

☐ **(BY PERSONAL SERVICE)**
I caused for personal delivery of envelope by hand.

☒ **(BY MAIL)**

☐ I deposited such envelopes in the mail at Santa Ana, California. The envelopes were mailed with postage thereon fully prepaid.

☒ I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. postal service on that same day in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on **July 14, 2010**, at Santa Ana, California.

Kaylene B. Canaan
(Print Name)

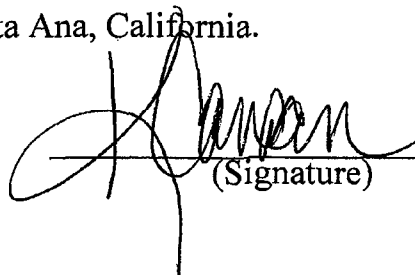

(Signature)

EXHIBIT I

Mark Kearney

From: Mark Kearney
Sent: Tuesday, July 27, 2010 1:57 PM
To: 'matt@beckerlawfirm.com'
Cc: John S. Clifford; Kaylene Canaan
Subject: RE: Depositions

Matt,

We will get you dates for the individual defendants as soon as possible. Sarah Quadri was just released from an extended stay at the hospital. We obviously want to make sure that she feels well enough before we move forward with her deposition.

With respect to the third party depositions that we subpoenaed, we have been assured that both Ms. Alkayali and Mr. Miller were properly served and we have the executed proofs of service. It is surprising that you are now getting to us with respect to these depositions, as we previously tried to work with your office to arrange for the depositions but you refused to accept service of the subpoenas and/or produce the witnesses. We have been trying to take these depositions for months now. Prior to serving the subpoenas we contacted you multiple times to arrange for the depositions in an attempt to be cooperative. The result of our efforts to cooperate with your office was to apparently tip off the third party witnesses so that they could try to evade service for weeks. Our process server finally had to conduct a "stake out" to get the subpoenas served. This was to the great expense of our client.

I have no problem talking with you about attorney-client privilege issues that you think may arise at the deposition. However, we have no plans to delay the deposition further just because you have raised these issues the day before the scheduled deposition. Call me if you would like to discuss. I don't really know what there is to talk about on the issue. It would probably just be easier to address any issues during the deposition as any issues arise. At this point, it is unclear who Mr. Miller represented, which seems to be something that we would need to know before we can address privilege issues.

We plan on moving forward with the deposition tomorrow and the deposition on Thursday. Both deponents evaded service of the subpoenas for weeks after we tried to cooperate with your office to arrange for the depositions. If the deponents, who were validly served, elect not to show up we will proceed accordingly.

Please feel free to contact me should you wish to further discuss this matter.

Sincerely,

Mark T. Kearney
Smith, Chapman & Campbell
A Professional Law Corporation
1800 North Broadway, Suite 200
Santa Ana, CA 92706
Tel: 714.550.7720 | Fax: 714.550.1251
email: mkearney@smithchapman.com

CONFIDENTIALITY: The information contained in this communication may be confidential and/or attorney-client privileged and is intended only for the use of the addressee. Unauthorized use, disclosure, or copying is strictly prohibited and may be unlawful. If you have received this communication in error, please notify the sender immediately by return e-mail and permanently delete this e-mail.

From: Matthew A. Becker, Esq. [mailto:matt@beckerlawfirm.com]
Sent: Tuesday, July 27, 2010 11:59 AM
To: Mark Kearney

Cc: khawkes@beckerlawfirm.com

Subject: Depositions

Mark:

I sent you a request for dates to depose the individual defendants weeks back but I have not heard from you. Please advise as to availability for both you and your clients' schedules.

In addition, last week I received copies of your subpoenas for third party depositions of Terry L. Miller and Terri Alkayali for July 28 & 29, respectively. I have spoken with each of these third party witnesses and they indicate they were not served with the documents. As such, both have indicated they will not be appearing on the dates in your notices.

With respect to Mr. Miller, he indicated that he saw a process server throw papers into the flat bed of a truck parked in front of his house. He does not believe this to be proper service. In addition, there are issues of attorney client privilege that should be discussed and worked out prior to any deposition. Please contact me to discuss these issues.

With respect to Ms. Alkayali, she indicates that she was not served at 6:45 am on July 8, 2010 and never received a copy of the papers allegedly served.

Please call me to discuss the above issues.

Best regards,

Matthew A. Becker, Esq.
The Law Office of Matthew A. Becker, PC
1003 Isabella Avenue
Coronado, CA 92118
phn (619) 522-6760
fax (619) 522-6763
email: matt@beckerlawfirm.com

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EXHIBIT J

Mark Kearney

From: Matthew A. Becker, Esq. [matt@beckerlawfirm.com]
Sent: Tuesday, July 27, 2010 3:48 PM
To: Mark Kearney
Cc: John S. Clifford; Kaylene Canaan; khawkes@beckerlawfirm.com
Subject: RE: Depositions

Mark:

As indicated, neither party will be appearing for the depositions on the dates you noticed. Going forward will only serve to needlessly drive up costs. Additionally, Mr. Miller informs me he will be out of town on a previously scheduled vacation.

It is important to note that your requests that I accept service was on behalf of Mr. Alkayali's family members. I have only recently had contact with Mr. Miller (after your attempted service). Your allegations to the contrary are disappointing. If you wish to depose Mr. Miller, I suggest you contact him and arrange a mutually agreeable date for all parties. I also strongly advise the parties to discuss and try and work out an agreement on the privilege issues. To haphazardly attempt to address these important issues at the deposition will only result further waste of resources for the parties.

With respect to Ms. Alkayali, I understand she was out of town for some time and her residence is not accessible to the public. There was no attempt to evade service. I did not know of your servers attempts and did not discuss these matters with Ms. Alkayali. Regardless, she was not served and indicates that she never received the paperwork you only recently mailed to me. It is likely that your process server made a mistake or served another party.

Please contact me if you wish to discuss the matter further.

Matthew A. Becker, Esq.
phn (619) 522-6760
email: matt@beckerlawfirm.com

From: Mark Kearney [mailto:mkearney@smithchapman.com]
Sent: Tuesday, July 27, 2010 1:57 PM
To: matt@beckerlawfirm.com
Cc: John S. Clifford; Kaylene Canaan
Subject: RE: Depositions

Matt,

We will get you dates for the individual defendants as soon as possible. Sarah Quadri was just released from an extended stay at the hospital. We obviously want to make sure that she feels well enough before we move forward with her deposition.

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Please feel free to contact me should you wish to further discuss this matter.

Sincerely,

Mark T. Kearney
Smith, Chapman & Campbell
A Professional Law Corporation
1800 North Broadway, Suite 200
Santa Ana, CA 92706
Tel: 714.550.7720 | Fax: 714.550.1251
email: mkearney@smithchapman.com

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With respect to Ms. Alkayali, she indicates that she was not served at 6:45 am on July 8, 2010 and never received a copy of the papers allegedly served.

Please call me to discuss the above issues.

Best regards,

Matthew A. Becker, Esq.
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1003 Isabella Avenue
Coronado, CA 92118
phn (619) 522-6760
fax (619) 522-6763
email: matt@beckerlawfirm.com

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CERTIFICATE OF SERVICE

I declare that I am employed in the City of Santa Ana, County of Orange, State of California. I am over the age of eighteen years and not a party to the within action; my business address is: SMITH, CHAPMAN & CAMPBELL, 1800 North Broadway, Suite 200, Santa Ana, California 92706

On August 5, 2010, I served the foregoing document(s): **DECLARATION OF MARK T. KEARNEY IN SUPPORT OF MOTION FOR (1) AN ORDER COMPELLING TERRI ALKAYALI'S COMPLIANCE WITH SUBPOENA, AND (2) THE IMPOSITION OF CONTEMPT SANCTIONS ON TERRI ALKAYALI**

☒ by placing the true copies thereof enclosed in sealed envelopes addressed to:

Terri Alkayali
15045 Adams Dr.
Pauma Valley, CA 92061

☐ by placing the original thereof enclosed in sealed envelopes addressed as stated on the attached mailing list:

☐ **(BY PERSONAL SERVICE)**

I caused for personal delivery of envelope by hand.

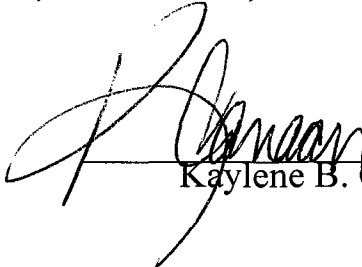
☒ **(BY MAIL)**

☐ I deposited such envelopes in the mail at Santa Ana, California. The envelopes were mailed with postage thereon fully prepaid.

☒ I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. postal service on that same day in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on **August 5, 2010**, at Santa Ana, California.


Kaylene B. Canaan

CERTIFICATE OF SERVICE

I declare that I am employed in the City of Santa Ana, County of Orange, State of California. I am over the age of eighteen years and not a party to the within action; my business address is: SMITH, CHAPMAN & CAMPBELL, 1800 North Broadway, Suite 200, Santa Ana, California 92706

On August 5, 2010, I served the foregoing document(s): **DECLARATION OF MARK T. KEARNEY IN SUPPORT OF MOTION FOR (1) AN ORDER COMPELLING TERRI ALKAYALI'S COMPLIANCE WITH SUBPOENA, AND (2) THE IMPOSITION OF CONTEMPT SANCTIONS ON TERRI ALKAYALI**

[X] By ELECTRONIC FILE TRANSFER TO ECF FILE & SERVE:

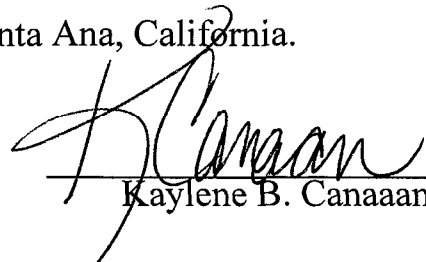
By transmitting a true copy of the document(s) listed above for service on all parties in this case pursuant to applicable statutes, local rules and/or order of the Court.

[] BY FACSIMILE and/or EMAIL) I sent such document via facsimile or machine to each person listed below. The facsimile machine I used complied with Rule 2003, and the transmission was reported as complete and without error on **August 5, 2010**.

Matthew A. Becker, Esq.
The Law Office of Matthew A. Becker, PC
1003 Isabella Avenue
Coronado, CA 92118
619-522-6760; fax: 619-522-6763
matt@beckerlawfirm.com
Attorneys for Plaintiff Collagen
Nutraceuticals, Inc.

I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on **August 5, 2010**, at Santa Ana, California.


Kaylene B. Canaan